

HILL RALPH A
Form 4
September 23, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL RALPH A

2. Issuer Name and Ticker or Trading Symbol
WILLIAMS COMPANIES INC
[WMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President E&P

ONE WILLIAMS CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TULSA, OK 74172

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u>	09/21/2009		S		900 D \$ 17.91	62,949	D
Common Stock <u>(1)</u>	09/21/2009		S		1,300 D \$ 17.92	61,649	D
Common Stock <u>(1)</u>	09/21/2009		S		1,600 D \$ 17.93	60,049	D
Common Stock <u>(1)</u>	09/21/2009		S		200 D \$ 17.935	59,849	D
Common Stock <u>(1)</u>	09/21/2009		S		3,400 D \$ 17.94	56,449	D

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Common Stock <u>(1)</u>	09/21/2009	S	1,300	D	\$ 17.945	55,149	D
Common Stock <u>(1)</u>	09/21/2009	S	3,100	D	\$ 17.95	52,049	D
Common Stock <u>(1)</u>	09/21/2009	S	2,500	D	\$ 17.96	49,549	D
Common Stock <u>(1)</u>	09/21/2009	S	1,400	D	\$ 17.97	48,149	D
Common Stock <u>(1)</u>	09/21/2009	S	2,100	D	\$ 17.98	46,049	D
Common Stock <u>(1)</u>	09/21/2009	S	100	D	\$ 17.985	45,949	D
Common Stock <u>(1)</u>	09/21/2009	S	1,200	D	\$ 17.99	44,749	D
Common Stock <u>(1)</u>	09/21/2009	S	100	D	\$ 17.995	44,649	D
Common Stock <u>(1)</u>	09/21/2009	S	9,200	D	\$ 18	35,449	D
Common Stock <u>(1)</u>	09/21/2009	S	1,300	D	\$ 18.01	34,149	D
Common Stock <u>(1)</u>	09/21/2009	S	1,400	D	\$ 18.02	32,749	D
Common Stock <u>(1)</u>	09/21/2009	S	500	D	\$ 18.03	32,249	D
Common Stock <u>(1)</u>	09/21/2009	S	600	D	\$ 18.04	31,649	D
Common Stock <u>(1)</u>	09/21/2009	S	800	D	\$ 18.05	30,849	D
Common Stock <u>(1)</u>	09/21/2009	S	2,316	D	\$ 18.06	28,533	D
Common Stock <u>(1)</u>	09/21/2009	S	700	D	\$ 18.07	27,833	D
Common Stock <u>(1)</u>	09/21/2009	S	400	D	\$ 18.08	27,433	D
Common Stock <u>(1)</u>	09/21/2009	S	200	D	\$ 18.09	27,233	D
Common Stock <u>(1)</u>	09/21/2009	S	300	D	\$ 18.1	26,933	D
Common Stock <u>(1)</u>	09/21/2009	S	100	D	\$ 18.11	26,833	D
						27,811	I

Common
Stock

By
employee
stock plan
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL RALPH A ONE WILLIAMS CENTER TULSA, OK 74172			Sr. Vice President E&P	

Signatures

Cher S. Lawrence, Attorney-in-Fact for Ralph A. Hill 09/23/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares sold pursuant to a 10b5-1 Sales Plan entered into between Reporting Person and Broker on August 19, 2009.

(2) Represents total shares of the Company's common stock held in The Investment Plus Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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